

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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**In re:**

**Chapter 11**

**MOTORS LIQUIDATION COMPANY, f/k/a  
GENERAL MOTORS CORPORATION, *et al.*,**

**Case No. 09-50026 (MG)  
(Jointly Administered)**

**Debtors.**

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**AFFIDAVIT OF SERVICE**

STATE OF OHIO                    )  
  ) ss  
COUNTY OF FRANKLIN        )

I, Shawn Heckert, being duly sworn, depose and state:

1. I am a Senior Case Manager with Epiq Class Action & Claims Solutions, Inc.,<sup>1</sup> the claims and noticing agent for the debtors and debtors-in-possession (the “Debtors”) in the above-captioned proceeding. Our business address is 5151 Blazer Parkway, Suite A, Dublin, Ohio 43017.
2. On May 17, 2019, at the direction of Drinker Biddle & Reath LLP, attorney’s for the Motors Liquidation Company GUC Trust Administrator, I caused a true and correct copy of the following document to be served by e-mail on the Depository Trust Company’s LENSNOTICE system to legalandtaxnotices@dtcc.com:

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<sup>1</sup> Epiq Class Action and Claims Solutions, Inc. acquired Garden City Group, LLC on June 15, 2018.

) **Notice to Holders of Motors Liquidation Company GUC Trust Units (CUSIP  
No. 62010U101)** [Annexed hereto as Exhibit A].

/s/ Shawn Heckert  
Shawn Heckert

Sworn to before me this 22<sup>nd</sup> day of  
May, 2019

/s/ Catherine Champa  
Catherine Champa  
Notary Public, State of Ohio  
Commission Expires: February 22, 2020

# **EXHIBIT A**

**ALL DEPOSITORIES, NOMINEES, BROKERS AND OTHERS:  
PLEASE FACILITATE THE TRANSMISSION OF THIS NOTICE  
TO ALL BENEFICIAL OWNERS.**

**NOTICE  
TO HOLDERS OF**

**MOTORS LIQUIDATION COMPANY  
GUC TRUST UNITS (CUSIP NO. 62010U101)<sup>1</sup>**

**May 17, 2019**

Reference is made to (i) the Second Amended Joint Chapter 11 Plan dated as of March 18, 2011 of Motors Liquidation Company and certain of its affiliates, which was confirmed by an order of the Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”) entered on March 29, 2011 (as so confirmed, the “Plan”) and which became effective on March 31, 2011, (ii) the Second Amended and Restated Motors Liquidation Company GUC Trust Agreement dated as of July 30, 2015 (the “GUC Trust Agreement”), and (iii) the Fourth Amended and Restated Motors Liquidation Company Avoidance Action Trust Agreement, dated as of February 25, 2019 (the “Fourth Amended Avoidance Action Trust Agreement”).<sup>2</sup> The above-described units representing contingent beneficial interests in the GUC Trust (the “Trust Units”) were issued pursuant to the terms of the Plan and the GUC Trust Agreement. Capitalized terms used but not defined herein have the meanings ascribed to them in the Plan.

The Plan provided for the establishment of the Motors Liquidation Company GUC Trust (the “GUC Trust”) to implement the Plan, including by distributing GUC Trust Distributable Assets (as defined in the GUC Trust Agreement) and resolving outstanding Disputed General Unsecured Claims.

The Plan also provided for the establishment of the Motors Liquidation Company Avoidance Action Trust (the “Avoidance Action Trust”) to prosecute the Term Loan Avoidance Action (as defined in the Fourth Amended Avoidance Action Trust Agreement) and distribute proceeds recovered in the Term Loan Avoidance Action, if any, subject to certain conditions. The Fourth Amended Avoidance Action Trust Agreement further provided that the beneficiaries of the Avoidance Action Trust include certain holders of: (i) the initial Allowed General Unsecured Claims; and (ii) the Resolved Allowed General Unsecured Claims (collectively, the “Allowed Unsecured Claims”).

Pursuant to § 4(g)(ii) of the Settlement Agreement (as defined herein), Wilmington Trust Company, as trust administrator and trustee of the GUC Trust (in such capacity, the “GUC Trust”

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<sup>1</sup> The CUSIP number appearing herein has been included solely for the convenience of the holders of the Trust Units. Wilmington Trust Company assumes no responsibility for the selection or use of such number and makes no representations as to the correctness of the CUSIP number appearing herein.

<sup>2</sup> Information on the bankruptcy proceedings, including a copy of the Plan, can be found at: <http://www.motorsliquidationdocket.com/>. Information can also be found on the website maintained by the trust administrator and trustee of the Motors Liquidation Company GUC Trust at <https://www.mlcgucetrust.com/>.

Administrator”), hereby informs you that, on May 13, 2019, Wilmington Trust Company, as trust administrator and trustee of the Avoidance Action Trust (in such capacity, the “Avoidance Action Trust Administrator”) filed a motion (the “Motion”) with the Bankruptcy Court seeking approval of a global settlement agreement (the “Settlement Agreement”) that will resolve all pending claims and cross-claims among all parties to the Term Loan Avoidance Action. A copy of the Motion is available on the website maintained by the GUC Trust: [www.mlcguctrust.com](http://www.mlcguctrust.com).

Under the Settlement Agreement, the Avoidance Action Trust will receive \$231 million in consideration for which the Avoidance Action Trust will dismiss with prejudice the Term Loan Avoidance Action and release any potential claims against defendants and certain other entities. The money received by the Avoidance Action Trust as part of the Settlement Agreement will be distributed according to the provisions contained in the Fourth Amended Avoidance Action Trust Agreement.

The Motion is currently scheduled to be heard by the Bankruptcy Court on **June 12, 2019 at 11:00 a.m. (Eastern)**, with an objection deadline of **June 5, 2019 at 4:00 p.m. (Eastern)**.<sup>3</sup>

Wilmington Trust Company has prepared this communication in its capacity as GUC Trust Administrator, based upon information supplied to it without independent investigation. You should not rely on Wilmington Trust Company as your sole source of information. Wilmington Trust Company makes no recommendations and gives no investment or legal advice herein, and holders of Trust Units are urged to consult with their own advisors concerning the Trust Units, the Plan and the Motion.

Should any holder of Trust Units have any questions regarding this notice, please contact Wilmington Trust Company as follows:

Wilmington Trust Company  
Rodney Square North  
1110 North Market Street  
Wilmington, Delaware, 19890-1615  
Phone No.: (866) 521-0079  
Fax No.: (302) 636-4140

Wilmington Trust Company may conclude that a specific response to particular inquiries from individual holders of Trust Units is not consistent with its duties to provide equal and full dissemination to all holders of Trust Units.

Very Truly Yours,

Wilmington Trust Company,  
solely in its capacity as GUC Trust Administrator

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<sup>3</sup> Please note the times and dates set forth herein are subject to change without further notice.